

EXHIBIT 15

FRED A. HESSLER
AMY BARTOLETTI vs CITIGROUP INC.

August 10, 2012
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1 F. A. HESSLER

2 discussions relating to any of the healthcare

3 group employees?

4 A. To my recollection he was not.

5 Q. What about Tom Green?

6 A. To my recollection he was not.

7 Q. David Brownstein?

8 A. Yes.

9 Q. And Frank Chin?

10 A. Yes.

11 Q. And what about your involvement,

12 was it the same for November 2008 in terms of

13 you didn't participate when talking about

14 employees outside of the healthcare group?

15 A. Correct.

16 Q. And of the officers, so the

17 officers who you discussed, what did you talk

18 about for each of the -- what was the criteria

19 that you talked about for each of the people?

20 A. The criteria was, in addition to

21 having to come up with a comp number, to try

22 to minimize the number of people that would be

23 taken out of healthcare, as well as to salvage

24 what was ultimately going to be remaining in

25 healthcare after this particular RIF. And the

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2 best way to salvage that was to identify those

3 folks who, in our judgment, my judgment that

4 would present the least risk associated with

5 taking clients or people.

6 Q. In conjunction with balancing

7 their salary?

8 MR. BATTAGLIA: Objection.

9 A. In conjunction with having to meet

10 the compensation target.

11 Q. We talked earlier about senior

12 directors versus junior directors, right? Do

13 you remember when we talked about that?

14 A. Yes.

15 Q. And is it fair to say that senior

16 directors are much more likely to bring

17 business with them and people with them than

18 junior directors?

19 A. Yes.

20 Q. So wasn't terminating David

21 Johnson much more of a risk of losing people

22 and business, than terminating Ryan Freel?

23 A. No.

24 Q. Why is that?

25 A. Well, because of the fact that so

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2 many people in the healthcare group really had

3 a hard time relating to David Johnson. So I

4 concluded that his opportunity to take people

5 was very low. And, in reality, also that,

6 based on evaluation of his client

7 relationships, his probability of taking

8 clients was pretty low and he was paid a lot

9 of money.

10 Q. But he was the lead banker on a

11 number of accounts, right?

12 A. Again, many of the accounts that

13 he was lead on, had long-term relationships

14 that we had long before Dave Johnson was part

15 of our group.

16 Q. But he certainly had more in-depth

17 client relationships than Ryan Freel at that

18 point, right?

19 A. He had more responsibilities for

20 client relationships in terms of being the

21 lead person than Ryan Freel, that's correct.

22 Q. So there was a greater risk of

23 losing clients by terminating David Johnson

24 than there was by terminating a junior

25 director?

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1 F. A. HESSLER

2 A. Sure.

3 Q. Do you remember what David

4 Johnson's salary, compensation was in 2007?

5 A. I don't recall off the top of my

6 head, but my recollection is it is in the 2 to

7 \$2-1/2 million range, something in that zip

8 code. I can't remember exactly.

9 Q. Do you remember how Lisa Conley's

10 2007 compensation compared to the other

11 directors in the group?

12 A. I'd have to go back and take a

13 look at the 2007 listing. I don't remember

14 the comparison.

15 Q. And so there came a point in time

16 where you discussed Lisa Conley's name at

17 these meetings?

18 A. Yes.

19 Q. Do you remember what was discussed

20 about Lisa?

21 A. Yes.

22 Q. What was discussed?

23 A. Evaluating her probability, if she

24 were to be terminated, as to whether or not

25 she would take any clients with her, or if she

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<p style="text-align: right;">Page 297</p> <p>1 F. A. HESSLER</p> <p>2 wound up working for another competitor,</p> <p>3 whether or not she would be able to recruit</p> <p>4 people away from our group.</p> <p>5 Q. And what was the assessment?</p> <p>6 A. Very low risk of her taking</p> <p>7 business and very low risk of her being able</p> <p>8 to recruit people who might otherwise still be</p> <p>9 in our group.</p> <p>10 Q. I'm trying to remember now if you</p> <p>11 said you remember if Michael Brown was</p> <p>12 discussed or not?</p> <p>13 MR. BATTAGLIA: I have a question</p> <p>14 mark for that one.</p> <p>15 A. Yeah, I really don't recall if</p> <p>16 Michael Brown was on that list or not.</p> <p>17 Q. Well, let me ask you this way.</p> <p>18 Was there a risk in November 2008 that if</p> <p>19 Michael Brown was terminated, that he would</p> <p>20 take people and business with him?</p> <p>21 MR. BATTAGLIA: Objection.</p> <p>22 A. There was a risk because of the</p> <p>23 fact that he worked a lot with Dave Johnson.</p> <p>24 So if you eliminated both Dave Johnson and</p> <p>25 Michael Brown there was a high probability of</p>	<p style="text-align: right;">Page 299</p> <p>1 F. A. HESSLER</p> <p>2 the healthcare group?</p> <p>3 A. I can't tell you exactly.</p> <p>4 Probably in the 2006, 2007 time frame.</p> <p>5 Q. Was Ryan Freel an employee of Citi</p> <p>6 at that time?</p> <p>7 A. Yes.</p> <p>8 Q. And you said, who was the other</p> <p>9 main person on that account?</p> <p>10 A. Charles Lee.</p> <p>11 Q. And do you know how long Charles</p> <p>12 Lee's relationship went back with SSM?</p> <p>13 A. When we got hired.</p> <p>14 Q. So he didn't know them, he had no</p> <p>15 relationship with them beforehand?</p> <p>16 A. Correct, yes.</p> <p>17 Q. And who was the primary banker on</p> <p>18 that account?</p> <p>19 A. Charles Lee was.</p> <p>20 Q. Were you worried about</p> <p>21 losing Nebraska Methodist if you had fired</p> <p>22 Lisa?</p> <p>23 A. No.</p> <p>24 Q. Why is that?</p> <p>25 A. Small.</p>
<p style="text-align: right;">Page 298</p> <p>1 F. A. HESSLER</p> <p>2 losing clients.</p> <p>3 Q. Didn't Lisa Conley work a lot with</p> <p>4 David Johnson?</p> <p>5 A. Only in those clients where they</p> <p>6 had been long-term clients of our group, and</p> <p>7 therefore the judgment was there would be low</p> <p>8 risk of having losing that business because</p> <p>9 they were essentially institutionalized</p> <p>10 accounts.</p> <p>11 Q. Was there a risk of losing clients</p> <p>12 or people if Ryan Freel had been terminated?</p> <p>13 A. If --</p> <p>14 Q. Ryan Freel had been terminated?</p> <p>15 MR. BATTAGLIA: Objection. You</p> <p>16 can answer.</p> <p>17 A. I think there was some risk</p> <p>18 associated with Ryan Freel's departure since</p> <p>19 he had a key relationship with SSM, and even</p> <p>20 though he worked jointly with Charles Lee on</p> <p>21 that, there was a potential -- there was a</p> <p>22 chance that we could lose that.</p> <p>23 Q. When did -- you said SSM?</p> <p>24 A. Um-hum.</p> <p>25 Q. When did SSM become a client of</p>	<p style="text-align: right;">Page 300</p> <p>1 F. A. HESSLER</p> <p>2 Q. Is SSM a big client?</p> <p>3 A. Yes.</p> <p>4 Q. What big clients did Lisa work on?</p> <p>5 A. I'd have to go back to the list</p> <p>6 there.</p> <p>7 Q. Sure. Let's go back to, I think</p> <p>8 it is 291?</p> <p>9 A. I think these got out of order.</p> <p>10 What's the number?</p> <p>11 Q. 291.</p> <p>12 (Discussion off written record.)</p> <p>13 MR. BATTAGLIA: Here you go.</p> <p>14 A. 291.</p> <p>15 Q. You have it in front of you now?</p> <p>16 A. Yes.</p> <p>17 Q. And, well, first, let's go through</p> <p>18 the transactions one by one.</p> <p>19 A. Sure.</p> <p>20 Q. Is McLaren a big client?</p> <p>21 A. Yes.</p> <p>22 Q. And Lisa worked on that with David</p> <p>23 Johnson, right?</p> <p>24 A. No.</p> <p>25 Q. No?</p>

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1 F. A. HESSLER
2 A. No.
3 Q. I'm sorry, Fairview. Is Fairview
4 a big client?
5 A. Very big.
6 Q. And did Lisa work on that with
7 David Johnson?
8 A. Yes.
9 Q. And the first two deals --
10 A. A client long before David Johnson
11 or Lisa Conley joined our group.
12 Q. And those first two deals are both
13 Fairview deals?
14 A. Yes.
15 Q. Is McLaren a big client?
16 A. Yes.
17 Q. Lisa Conley worked on that
18 account?
19 A. A client of ours since 1988.
20 Q. Lisa Conley worked on the account?
21 A. She was a processor on the
22 account.
23 Q. And how long had she worked on
24 that account?
25 A. I think maybe a year or two.

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1 F. A. HESSLER
2 Q. What about Michigan State
3 Hospital?
4 A. That's the same as McLaren.
5 Q. That's McLaren. And the next one
6 down is Nebraska Methodist, right?
7 A. Yes.
8 Q. And what about the Indiana Finance
9 Authority, what is that?
10 A. I believe that is the -- I think
11 that's the Sisters of St. Francis, although I
12 can't be positive on that.
13 Q. Is that a big client?
14 A. Not really.
15 Q. She worked on that with David
16 Johnson, though, right?
17 A. Pardon me?
18 Q. She worked on that with David
19 Johnson, though?
20 A. Yes. Not a big client.
21 Q. The next one is McLaren again,
22 right?
23 A. Yes.
24 Q. And how do you define big client?
25 A. Those that consistently over

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1 F. A. HESSLER
2 the -- well, a couple of things. Size of the
3 organization, as well as those that
4 consistently enable us to generate revenue for
5 the group.
6 Q. And if it is a new client, how do
7 you know they are going to be able to
8 consistently generate revenue for the group?
9 A. You take a look at the level of
10 activity they've had historically, and you
11 make a judgement as to whether or not they are
12 likely to continue that same level of
13 activity, and a ballpark as to what the
14 estimated revenue might be off that historical
15 set of transactions they may have done.
16 Q. And SSM was a new client to the
17 group, relatively new client at the time of
18 November 2008?
19 A. It had been a client of ours in
20 the '90s through 2001, 2002. They had a
21 change in CFOs. It was no longer a client.
22 And then they had another change of CFOs, I
23 think in around the 2007 time period, which is
24 when we got it back.
25 Q. And --

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1 F. A. HESSLER
2 A. And the reason we got it back is
3 that the CFO who came there was a client of
4 ours already, who had a relationship with
5 Charles Lee.
6 Q. So it was Charles Lee's
7 relationship?
8 A. No, the other key relationship was
9 they had a long time relationship with their
10 financial advisor Ponder, and Ryan had and has
11 the best relationship with Ponder.
12 Q. And do you know how many
13 transactions Citi did for SSM in 2007?
14 A. I don't know.
15 Q. Do you know about 2008?
16 A. We have to go through and sort it
17 out.
18 Q. We will go through that in a
19 second. Let's keep going through here.
20 A. Sure.
21 Q. Franklin County of Ohio, is that a
22 big client?
23 A. Ohio Health is a very large
24 client. We made a lot of money off them over
25 the years.

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305-308

Page 305

1 F. A. HESSLER
2 Q. And Lisa worked on that account?
3 A. Yes. But we had it long before
4 Lisa started with us. Jim Blake was the
5 principal there.
6 Q. And what about Rush Medical
7 Center, big client?
8 A. Not really. They did basically
9 one deal in two thousand -- I forget what year
10 they did their one deal.
11 Q. What about Richmond Hospital?
12 A. You know, don't hold me to this, I
13 think that is Reid. I think that's Reid.
14 And, again, they basically do one
15 deal every, pick a time frame, 6, 7, 8 years;
16 pretty small.
17 Q. And for Rush that was David
18 Johnson and Lisa Conley?
19 A. Yes.
20 Q. And the same thing for Richmond,
21 Lisa Conley and David Johnson?
22 A. Correct.
23 Q. What about St. Joseph County?
24 A. That's Memorial South Bend.
25 Q. Big client?

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1 F. A. HESSLER
2 A. Very good sized client. They
3 consistently have done a lot of transactions
4 that we have done very well by.
5 Q. And how long have they been a
6 client of the healthcare group?
7 A. Going back to mid '90s before Lisa
8 joined us.
9 Q. And what about St. Joseph --
10 A. That's the same thing.
11 Q. Indiana Finance is that the same
12 as what we were discussing?
13 A. Yes.
14 Q. And Indiana Health as well?
15 A. Yes.
16 Q. What about the Illinois Finance
17 Authority?
18 A. I don't know -- I don't know which
19 one that is. It's pretty small numbers. I
20 don't know which client that is.
21 Q. But she worked on it with David
22 Johnson it appears, right?
23 A. Sure, um-hum.
24 Q. And Bloomington Hospital, do you
25 know what that is?

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1 F. A. HESSLER
2 A. Yes. That's the one where Kent
3 Jackman was taking the lead on it.
4 Q. And is that a big client?
5 A. No, small.
6 Q. What about the Pennsylvania
7 Economic Development?
8 A. That's Jefferson Health big client
9 and that's Mike Irwin.
10 Q. That's Mike Irwin?
11 A. Yes.
12 Q. And Lisa Conley worked on that as
13 well?
14 A. Yes.
15 Q. And when did you obtain that
16 client?
17 A. Oh, Jefferson goes back, we first
18 got that one around '93, '94 maybe, in that
19 time frame.
20 Q. Now let's go back to 304.
21 MR. BATTAGLIA: It's in there. I
22 saw it.
23 A. 304. What's the document so --
24 Q. It is Ryan Freel's revenue report
25 for 2007.

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1 F. A. HESSLER
2 A. Okay. Just the one page, right?
3 Q. It's a two-page document.
4 A. Yes.
5 Q. I'm just looking at the first
6 page.
7 A. Okay.
8 Q. Are any of these deals, this is
9 Ryan Freel's for 2007. Are any of them SSM?
10 A. No.
11 Q. And now let's look at 305.
12 A. Okay.
13 Q. How many times does SSM appear on
14 this list?
15 A. Missouri Health and Ed.
16 Q. Where are you looking just so I
17 can --
18 A. About halfway down.
19 Q. Okay.
20 A. Missouri Health and Ed, a little
21 further down for 76 million. Missouri Health
22 and Ed for 60 million. Missouri Health and Ed
23 for 54 million. Missouri Health and Ed for 48
24 million. Missouri Health and Ed for 42
25 million. Missouri Health and Ed on the next

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1 F. A. HESSLER
2 page for 135. Missouri Health and Ed, next
3 one down, 64 million. Missouri Health and Ed
4 86 million, and the last one. Those are all
5 SSM.
6 Q. And do you know how much revenue
7 Citi generated on each of these deals?
8 MR. BATTAGLIA: Objection.
9 A. If you wanted to, you could go
10 down and add these things up, for 2008. I
11 couldn't tell you off the top of my head what
12 the revenue was.
13 Q. So is the number all the way to
14 the right, the total revenue --
15 MR. BATTAGLIA: Objection.
16 A. That's the revenue on here, I'm
17 not sure what the total revenue would be that
18 the firm generated as I already established
19 that we don't think these relate to a total
20 revenue of the firm.
21 Q. What I'm trying to get is, does
22 the fact that the number all the way to the
23 right on the first Missouri Health deal that
24 you mentioned is 66,609 --
25 A. On the first one? I think it is

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1 F. A. HESSLER
2 292,662 if I'm reading it right.
3 Q. Yes, you are, I'm sorry. 292,662.
4 A. Right.
5 Q. You don't know what that number
6 is, though, do you, that 292 number?
7 MR. BATTAGLIA: Objection: asked
8 and answered.
9 A. Other than it's a number appearing
10 on this piece of paper I don't know what --
11 Q. So looking at this document we
12 can't tell from this document what revenue
13 Citi derived from these deals?
14 A. Correct.
15 Q. Or what revenue the healthcare
16 group derived from these deals?
17 A. Correct.
18 MR. BATTAGLIA: And just to
19 clarify, we are also talking about
20 revenue, not income?
21 MR. GROSS: Revenue.
22 MR. BATTAGLIA: Okay.
23 Q. Which accounts, I think you said
24 earlier that Michael Brown worked a lot with
25 David Johnson?

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1 F. A. HESSLER
2 A. Quite a bit, yeah.
3 Q. And that was one of the reasons
4 that you were worried about if Michael Brown
5 left, that some of David, his and David
6 Johnson's clients would be vulnerable?
7 A. Dave Johnson and Michael Brown
8 came to our group at the same time, both from
9 Merrill Lynch.
10 Q. And which clients specifically
11 were you worried about losing if Michael Brown
12 was terminated?
13 A. I'd have to go back to the list to
14 see which of those, where he had a
15 relationship. I can't remember off the top of
16 my head.
17 Q. Which list? Do you need to go
18 back to Michael Brown's list?
19 A. Whatever one -- do you have a list
20 for David Johnson?
21 Q. I don't think we have gone over
22 those, no. We have a list for Michael Brown.
23 Would that help?
24 A. That would be partially helpful.
25 MR. BATTAGLIA: Do we know what

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1 F. A. HESSLER
2 number it is?
3 MR. GROSS: Yes. It's 514.
4 A. Okay.
5 Q. So why don't you look at that list
6 and tell me which ones, if any, you were
7 worried about losing if both David Johnson and
8 Michael Brown were terminated, if any.
9 A. Yes. Going down here, the Jackson
10 one, third one down.
11 Q. Is that a big client?
12 A. Not a huge client, but the fact
13 that it generates, you know, presumably in the
14 neighborhood of \$3-1/2 million makes it a good
15 size account.
16 Q. Where did you get that \$3-1/2
17 million number?
18 A. I said a million and a half.
19 Q. A million and a half. So do those
20 numbers --
21 A. 1.390, ballpark. It is in that
22 zip code somewhere.
23 Q. I'm confused about that. I
24 thought we have been saying all day we
25 couldn't use those numbers all the way on the

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313-316

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1 F. A. HESSLER
2 right?
3 A. As a -- well, in contrast to a
4 \$50,000 revenue item, this is a significant
5 revenue item, without saying how precise that
6 is.
7 Let's see. The Sisters of Mercy,
8 Mercy Health and Education facility, see that,
9 about 310 million. And that's a good size
10 organization, very good size organization in
11 six different states.
12 University Hospitals and Health
13 System.
14 MR. BATTAGLIA: Which one was
15 Sisters of Mercy?
16 A. That would be the one that says
17 310,000 -- 310 million.
18 MR. BATTAGLIA: Missouri Health
19 and Education.
20 A. Yes, that's Missouri Health and
21 Ed.
22 Q. That's not SSM?
23 A. No.
24 Q. So not all Missouri Health and Ed
25 is --

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1 F. A. HESSLER
2 A. No, there is one issuing authority
3 and every health system issues through that
4 authority.
5 Q. Okay.
6 A. University Hospitals and Health
7 system, a dominant provider in Cleveland.
8 Parkview in Indiana.
9 Again, on the top of page 2, this
10 is the \$75 million item for that's University
11 Hospitals and Health System.
12 MR. BATTAGLIA: I'm sorry, the
13 first one?
14 A. Yes.
15 MR. BATTAGLIA: Ohio State.
16 A. Yes, State of Ohio new money and
17 revenue, yes, refunding bonds.
18 So all of those are the ones that
19 Mike Brown and Dave Johnson brought over
20 together, in contrast to the ones that Lisa
21 and Dave Johnson worked on together which were
22 our clients already before any of them got
23 there.
24 Q. And so Dave Johnson and Mike Brown
25 brought them over together from where?

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1 F. A. HESSLER
2 A. Merrill Lynch.
3 Q. They came over to Citi at the same
4 time you said?
5 A. Yes.
6 Q. And when was that?
7 A. I think it was around 2000,
8 sometime in maybe 2000, 2001.
9 Q. And what position was Mike Brown
10 in when he came to Citi originally?
11 A. I'm not certain. Either a vice
12 president or a director, I can't recall, if he
13 was a vice president when he would have gotten
14 promoted to director. I just can't recall.
15 Q. Would it surprise you if he wasn't
16 promoted to director until 2006?
17 MR. BATTAGLIA: Objection.
18 A. Would it surprise me? No.
19 Q. So if he was a vice president --
20 as a vice president would he have had
21 consistent client interaction with all of the
22 clients that they brought over from Merrill?
23 A. Yes. Because, unlike our group,
24 the Merrill Lynch team worked very
25 differently, and so they had an approach with

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1 F. A. HESSLER
2 client service that it was a tag team,
3 managing director, VP, and that's what they
4 brought over, as opposed to our group which we
5 then added other people to the group to have a
6 bigger team. So not uncommon to be, as a VP
7 to work hand in hand with an MD on clients.
8 Q. At Merrill Lynch?
9 A. At Merrill Lynch. And that
10 continued here for a number of years until we
11 started adding people to those accounts.
12 Q. Getting back to the meetings with
13 respect to the November 2008 --
14 A. Yes.
15 Q. -- reductions in force. Was that
16 all the reasons that you can remember that
17 Lisa was selected for layoff?
18 A. Yes.
19 Q. That was the only criteria
20 analyzed?
21 A. Yes.
22 Q. Simply the risk of losing people
23 and the risk of losing clients?
24 A. Yes.
25 Q. And what risk, what clients --



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1 F. A. HESSLER
2 MR. GROSS: Let's take two
3 minutes.
4 THE VIDEOGRAPHER: We're now going
5 off the record approximately 4:04 p.m.
6 This is the end of disk No. 4.
7 (Recess taken.)
8 THE VIDEOGRAPHER: Now going back
9 on the record approximately 4:09 p.m.
10 This is the beginning of disk 5 in the
11 Hessler deposition.
12 BY MR. GROSS:
13 Q. Going back to the layoff meeting,
14 Mr. Hessler, or the meetings, were you worried
15 about if David Kasdin was terminated that you
16 would lose people, that you would lose people
17 in the group?
18 A. No.
19 Q. Were you worried that you would
20 lose clients?
21 A. Not particularly, no.
22 Q. What about Victor Radina?
23 A. Yes.
24 Q. Were you worried that you would
25 lose people?

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1 F. A. HESSLER
2 A. People.
3 Q. Who were you worried that you
4 would lose?
5 A. Victor, if he were terminated and
6 if he were to go to another firm, he could be
7 very influential in hiring VPs and star
8 associates.
9 Q. And why were you worried about
10 that for him?
11 A. Because of so many people at that
12 level looked up to him as a mentor and as a
13 person that they really thought could help
14 them a lot in their careers.
15 Q. And what about losing clients,
16 were you worried about losing clients with
17 Victor Radina?
18 A. No.
19 Q. What about Charles Plimpton, were
20 you worried about losing people?
21 A. People and clients.
22 Q. He was a senior director at that
23 point?
24 A. Yes.
25 Q. So he was a revenue generator?

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1 F. A. HESSLER
2 A. Yes.
3 Q. What about Charles Lee, worried
4 about losing people?
5 A. People. And not so much clients.
6 The difference is that Charles worked on
7 multiple complex client situations that, with
8 the downsizing of our group so dramatically,
9 we just needed to be able to retain some of
10 that competency. And so we were concerned
11 that if we terminated him, that we would lose
12 that ability to have someone come in and work
13 in complicated, complicated clients.
14 Q. Mike Irwin was a revenue generator
15 at this point in time, right?
16 A. Yeah, senior banker, revenue
17 generator, and did and still does a lot to
18 establish our brand in the industry.
19 Q. So given that, what the criteria
20 was when discussing all these names, why was
21 he on the list?
22 MR. BATTAGLIA: Objection.
23 A. Again, Frank Chin put him on the
24 list, and I think to initiate conversation to
25 make sure we were thoroughly thinking it

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1 F. A. HESSLER
2 through as to what, what the real criteria was
3 and why we wanted to be able to do certain
4 things with certain people.
5 The fact is also, he didn't make a
6 huge amount of money.
7 Q. He made less money than David
8 Johnson? Did he make less money than David
9 Johnson?
10 A. Substantially.
11 Q. Why is that?
12 A. David Johnson came over at a
13 fairly healthy compensation arrangement and
14 stayed at that for a few years, but then
15 gradually that compensation level was coming
16 down. But even so, having said that, he was
17 at a level that was nowhere near Mike Irwin's
18 level.
19 David generated a lot of revenue
20 that his name was next to, more so than
21 Michael.
22 Q. And because he generated more
23 revenue, his compensation was higher?
24 A. Yes.
25 Q. And did you ever review those

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<p style="text-align: right;">Page 321</p> <p>1 F. A. HESSLER</p> <p>2 revenue sheets when determining compensation?</p> <p>3 A. Pardon me?</p> <p>4 Q. Did you review the revenue sheets</p> <p>5 when determining compensation?</p> <p>6 A. That was only part of it.</p> <p>7 Q. But it was part of it?</p> <p>8 A. Part of it, yeah.</p> <p>9 Q. And Kent Jackman, he was a senior</p> <p>10 banker, right?</p> <p>11 A. Yes.</p> <p>12 Q. He was, had a lot of primary</p> <p>13 relationships with accounts, right?</p> <p>14 A. Yes.</p> <p>15 Q. So why was he on the list?</p> <p>16 A. Again, I think Frank wanted to</p> <p>17 make sure that we were looking at all</p> <p>18 potential candidates.</p> <p>19 Q. And Mike Irwin, even though he</p> <p>20 didn't make as much as David Johnson, he made</p> <p>21 a lot more than Lisa Conley, right?</p> <p>22 A. Define a lot.</p> <p>23 Q. He made more than Lisa Conley?</p> <p>24 A. He made more than Lisa Conley.</p> <p>25 Q. Do you remember what Mike Irwin</p>	<p style="text-align: right;">Page 323</p> <p>1 F. A. HESSLER</p> <p>2 testified for the June layoff of 2008?</p> <p>3 A. Yeah.</p> <p>4 Q. Right?</p> <p>5 A. I, again, regardless of what I</p> <p>6 said earlier, I can't recall with certainty</p> <p>7 that he was on the June list or the November</p> <p>8 list.</p> <p>9 Q. Do you remember as you sit here</p> <p>10 today, anything changing substantially with</p> <p>11 Pat Sheehan between June and November that</p> <p>12 would have him come off, that he wouldn't have</p> <p>13 been considered in November where he was</p> <p>14 considered in June?</p> <p>15 MR. BATTAGLIA: Objection. You</p> <p>16 may answer.</p> <p>17 A. Nothing materially changed.</p> <p>18 Q. So if he was discussed in June,</p> <p>19 would you expect that he was also discussed in</p> <p>20 November?</p> <p>21 MR. BATTAGLIA: Objection. You</p> <p>22 may answer.</p> <p>23 A. That's reasonable.</p> <p>24 Q. And so were you worried about</p> <p>25 losing people with Pat Sheehan?</p>
<p style="text-align: right;">Page 322</p> <p>1 F. A. HESSLER</p> <p>2 made in 2007?</p> <p>3 A. I don't remember.</p> <p>4 Q. Do you think it was more than a</p> <p>5 million dollars in total compensation?</p> <p>6 A. No.</p> <p>7 Q. Why was Kent Jackman retained?</p> <p>8 A. Because of his lead relationships</p> <p>9 with some of our important critical clients.</p> <p>10 Q. Do you remember how much money</p> <p>11 Kent Jackman made in 2007?</p> <p>12 A. I don't.</p> <p>13 Q. Pat Sheehan, do you remember</p> <p>14 whether he was on the list?</p> <p>15 A. I think for the very same reason,</p> <p>16 wanting to make sure that we were looking at</p> <p>17 everyone, which is why I think he was on,</p> <p>18 initially, the list.</p> <p>19 Q. Well, he was on the list in the</p> <p>20 previous -- I don't want to put words in your</p> <p>21 mouth, I don't know whether you said he was on</p> <p>22 the list for --</p> <p>23 MR. BATTAGLIA: He said maybe.</p> <p>24 A. I can't remember if he was.</p> <p>25 Q. He was on the list though you</p>	<p style="text-align: right;">Page 324</p> <p>1 F. A. HESSLER</p> <p>2 MR. BATTAGLIA: Objection. You</p> <p>3 may answer.</p> <p>4 A. To a degree, yes.</p> <p>5 Q. Who were you worried about losing?</p> <p>6 A. I'm sorry?</p> <p>7 Q. Who were you worried about losing?</p> <p>8 A. Again, he, I think, had</p> <p>9 established a number of relationships with</p> <p>10 people that potentially could be a flight</p> <p>11 risk, although not a significant flight risk.</p> <p>12 Q. And what about clients, were you</p> <p>13 worried about losing clients?</p> <p>14 A. Yes.</p> <p>15 Q. Which clients?</p> <p>16 A. Scott and White in particular.</p> <p>17 Q. Is that a big client?</p> <p>18 A. Good-sized client, yes. But he</p> <p>19 had been -- when Pat joined us, he essentially</p> <p>20 brought that relationship over with him to our</p> <p>21 group, and so he had the ongoing relationship</p> <p>22 with them.</p> <p>23 Q. Did, had Scott and White generated</p> <p>24 a lot of revenue up until that point for the</p> <p>25 company?</p>

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1 F. A. HESSLER

2 A. Not a significant amount, but it

3 is a major player in the geographic area

4 between Dallas and Houston, and the belief is

5 which is true, that it continues to grow like

6 crazy. So it had huge upside potential.

7 Q. Do you know whether Citi or that

8 the healthcare group has done any deals with

9 Nebraska Methodist since Lisa was terminated?

10 A. I don't know.

11 Q. Is it possible they have not done

12 any deals with --

13 A. It is certainly possible. I

14 haven't tracked that.

15 Q. Do you remember whether Citi,

16 whether the healthcare group was involved

17 recently in pitching business for Heartland

18 Health?

19 A. Recently?

20 Q. Within the last year.

21 A. Well, it had been a client going

22 back, and I can't remember what time frame it

23 was, principally a Kent Jackman relationship

24 and then they are the type of client that I

25 think periodically goes out and just send out

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1 F. A. HESSLER

2 RFPs. And so it's certainly possible that we

3 had gone through another of those RFPs in the

4 last year or two, I just don't recall.

5 Q. And is that a big client?

6 A. No.

7 Q. Do you remember if Lisa Conley

8 worked on that account?

9 A. She did in the earlier

10 relationship that we had with them.

11 Q. And was the healthcare group

12 successful in winning that RFP, the most

13 recent one?

14 A. You know, I don't know.

15 Q. Do you know if it is a current

16 client?

17 A. You know, I'm not sure that -- I'm

18 not sure I know the results of that.

19 Q. Do you know who was staffed on

20 that after Lisa?

21 A. It continued to be Kent Jackman

22 who had been the lead person prior to, you

23 know, the first time around.

24 Q. Was Ryan Freel also put on that

25 account?

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1 F. A. HESSLER

2 A. I think he was. I can't tell you

3 when, though.

4 Q. Is it possible that -- strike

5 that.

6 A. Heartland is not a significant

7 player and they do deals every so often and

8 they send out RFPs for deals so, again, it's

9 not a key client.

10 Q. Is it possible that Bank of

11 Montreal won the business, this most recent?

12 MR. BATTAGLIA: Objection.

13 A. Don't know.

14 Q. Is it possible that Ryan Freel

15 pitched the business for Citi?

16 MR. BATTAGLIA: Objection.

17 A. I don't know if -- I don't know

18 who actually was involved. I know Kent

19 Jackman was. I don't know beyond that.

20 Q. So in these meetings you

21 eventually decided on David Johnson and Lisa

22 Conley and maybe Pinky Nahata?

23 MR. BATTAGLIA: Objection.

24 Q. How many meetings did it take --

25 MR. BATTAGLIA: Were you asking

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1 F. A. HESSLER

2 him that question?

3 Q. Those were the people, definitely

4 David Johnson and Lisa Conley, right?

5 A. Yes.

6 Q. And possibly Pinky Nahata?

7 A. Yes.

8 Q. And how many meetings did it take

9 to get down to, to finalize that those were

10 the names that were going to be terminated?

11 A. You know, it is hard because

12 everything sort of blends together from

13 four-plus years ago. At least one, maybe two.

14 Q. Do you remember there being any

15 disagreement over Lisa Conley's inclusion in

16 the layoff?

17 A. No.

18 Q. Do you remember there being any

19 disagreement over David Johnson's inclusion in

20 the layoff?

21 A. Disagreement amongst?

22 Q. The people at the meeting.

23 A. No.

24 Q. Do you remember whether there was

25 any disagreement over people who were retained

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<p style="text-align: right;">Page 329</p> <p>1 F. A. HESSLER</p> <p>2 that others at the meeting felt that they</p> <p>3 should have been included in the layoff?</p> <p>4 MR. BATTAGLIA: Objection.</p> <p>5 A. No.</p> <p>6 Q. You don't remember, or there was</p> <p>7 no such disagreement?</p> <p>8 A. No recollection of any</p> <p>9 disagreement.</p> <p>10 Q. When did David Cyganowski find out</p> <p>11 to your knowledge that David Johnson and Lisa</p> <p>12 Conley were going to be terminated?</p> <p>13 A. He was involved in the discussion</p> <p>14 with me during the development of the list.</p> <p>15 Q. And do you remember what his</p> <p>16 reaction was to those two names?</p> <p>17 A. Fully supportive.</p> <p>18 Q. I'm sorry?</p> <p>19 A. Fully supportive.</p> <p>20 Q. Did he say why?</p> <p>21 A. He agreed with the assessment of</p> <p>22 the flight risk of clients and the flight risk</p> <p>23 of people.</p> <p>24 Q. Did you talk to managing directors</p> <p>25 in the group during this layoff process?</p>	<p style="text-align: right;">Page 331</p> <p>1 F. A. HESSLER</p> <p>2 A. To some degree. They were office</p> <p>3 mates.</p> <p>4 Q. Which managing directors would you</p> <p>5 say Lisa worked with the most?</p> <p>6 A. I'd have to go back and take a</p> <p>7 look as to who she worked the most with. I</p> <p>8 mean, she worked with a lot of different</p> <p>9 people.</p> <p>10 MR. GROSS: Exhibit 11.</p> <p>11 (Plaintiffs' Exhibit 11,</p> <p>12 letter on the letterhead of Morgan,</p> <p>13 Lewis & Bockius marked for</p> <p>14 identification, as of this date.)</p> <p>15 Q. Mr. Hessler, you have just been</p> <p>16 handed Plaintiffs' Exhibit 11. Take a minute</p> <p>17 to flip through it and then if you could let</p> <p>18 me know if you have ever seen this document</p> <p>19 before.</p> <p>20 A. I mean, do you want me to read the</p> <p>21 entire thing or --</p> <p>22 Q. If you need to read it to let me</p> <p>23 know if you have ever seen it before?</p> <p>24 A. Well, you tell me if I need to</p> <p>25 read it.</p>
<p style="text-align: right;">Page 330</p> <p>1 F. A. HESSLER</p> <p>2 A. We did not.</p> <p>3 Q. The directors work with the</p> <p>4 managing directors on a daily basis, right?</p> <p>5 A. Correct.</p> <p>6 Q. So they are the one who have the</p> <p>7 most knowledge about the day to day?</p> <p>8 MR. BATTAGLIA: Objection.</p> <p>9 A. I don't think so. Dave and I have</p> <p>10 responsibility for managing the entire group.</p> <p>11 Q. But did Lisa spend more time</p> <p>12 working with you or Jim Blake?</p> <p>13 A. Jim Blake.</p> <p>14 Q. And are you aware that Jim Blake</p> <p>15 told Lisa he didn't agree with the decision to</p> <p>16 terminate her?</p> <p>17 MR. BATTAGLIA: Objection.</p> <p>18 A. I'm totally unaware of that.</p> <p>19 Q. Does that surprise you?</p> <p>20 MR. BATTAGLIA: Objection.</p> <p>21 A. I have no idea what the</p> <p>22 relationship was between Jim and Lisa as to</p> <p>23 why he would say something like that.</p> <p>24 Q. But they worked together a lot,</p> <p>25 right?</p>	<p style="text-align: right;">Page 332</p> <p>1 F. A. HESSLER</p> <p>2 Q. Well, I want to know if you have</p> <p>3 ever seen this document before, so do whatever</p> <p>4 you need to to tell me --</p> <p>5 A. It's the first time I have ever</p> <p>6 seen this document.</p> <p>7 Q. Do you know what this document is?</p> <p>8 A. I do not.</p> <p>9 Q. When did you become aware that</p> <p>10 Lisa Conley was suing Citigroup?</p> <p>11 A. I'm sorry, the question was when?</p> <p>12 You know, some time in early 2009. I can't</p> <p>13 tell you when I found out.</p> <p>14 Q. How did you become aware?</p> <p>15 A. To the best of my recollection,</p> <p>16 either and/or David Brownstein or Frank Chin</p> <p>17 informed me.</p> <p>18 Q. And do you remember what else they</p> <p>19 said in connection with that?</p> <p>20 A. No. That she had decided to sue</p> <p>21 and that she was part of a group of people who</p> <p>22 were doing that.</p> <p>23 Q. Why don't you take a second to --</p> <p>24 let's turn to, if you look on the first page</p> <p>25 of this document?</p>

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<p style="text-align: right;">Page 333</p> <p>1 F. A. HESSLER</p> <p>2 A. Um-hum.</p> <p>3 Q. In the second paragraph.</p> <p>4 A. Okay.</p> <p>5 Q. Let me just ask you before, was</p> <p>6 Lisa's performance ever discussed at these</p> <p>7 layoff meetings?</p> <p>8 A. No.</p> <p>9 Q. And what about the other directors</p> <p>10 who were considered, was their performance</p> <p>11 ever discussed at these performance meetings?</p> <p>12 MR. BATTAGLIA: Objection. And I</p> <p>13 meant to object before the last answer.</p> <p>14 A. No.</p> <p>15 Q. And the only criterion was the</p> <p>16 risk of losing people and business?</p> <p>17 MR. BATTAGLIA: Objection.</p> <p>18 Q. That's the only criteria</p> <p>19 considered?</p> <p>20 MR. BATTAGLIA: I believe he</p> <p>21 testified there were other criteria</p> <p>22 including total compensation.</p> <p>23 Q. And total compensation.</p> <p>24 A. Yes.</p> <p>25 Q. Those are the criteria?</p>	<p style="text-align: right;">Page 335</p> <p>1 F. A. HESSLER</p> <p>2 A. This page here?</p> <p>3 Q. The page with the signature.</p> <p>4 A. Yes.</p> <p>5 Q. Do you know who Kenneth Turnbull</p> <p>6 is?</p> <p>7 A. No. Never met him.</p> <p>8 Q. Okay. And so this line here, it</p> <p>9 says Conley did not appear to be interested in</p> <p>10 a professional development, that had nothing</p> <p>11 to do with the reason why she was terminated?</p> <p>12 MR. BATTAGLIA: Objection.</p> <p>13 A. I have no idea what that means,</p> <p>14 and that did not enter into any discussions</p> <p>15 about her termination.</p> <p>16 Q. What about because she did not</p> <p>17 lead or originate business, did that play into</p> <p>18 it, did that have anything to do --</p> <p>19 A. As we just discussed, and all of</p> <p>20 this, yes.</p> <p>21 Q. That did play a role?</p> <p>22 A. Sure.</p> <p>23 Q. But that doesn't have to do</p> <p>24 with -- so how does that play into the</p> <p>25 criteria that we discussed?</p>
<p style="text-align: right;">Page 334</p> <p>1 F. A. HESSLER</p> <p>2 A. Yes.</p> <p>3 Q. If you can look at the second</p> <p>4 paragraph now of this document, I'm looking at</p> <p>5 the second line.</p> <p>6 "Rather, Conley was selected for</p> <p>7 the reduction in force, RIF, because she did</p> <p>8 not lead or originate business for the</p> <p>9 healthcare group, nor did she demonstrate a</p> <p>10 proficiency in developing new business.</p> <p>11 Moreover, Conley did not appear to be</p> <p>12 interested in professional development."</p> <p>13 Let's break that down, the last</p> <p>14 line, "Moreover, Conley did not appear to be</p> <p>15 interested in professional development." Do</p> <p>16 you believe that to be true?</p> <p>17 A. I have no idea what that means.</p> <p>18 Q. So you weren't consulted before</p> <p>19 this was?</p> <p>20 A. No.</p> <p>21 MR. BATTAGLIA: Objection.</p> <p>22 Q. Would you turn to the last page of</p> <p>23 this document, the signature page, not -- the</p> <p>24 second-to-last page of the document, the</p> <p>25 signature. Do you see that?</p>	<p style="text-align: right;">Page 336</p> <p>1 F. A. HESSLER</p> <p>2 A. That's exactly what the criteria</p> <p>3 is all about, generating business going</p> <p>4 forward, and risk is whether it stays here or</p> <p>5 goes somewhere else.</p> <p>6 Q. So leading or originating business</p> <p>7 has to do with the risk of whether that</p> <p>8 business, whether you will lose that business</p> <p>9 if that person leaves?</p> <p>10 A. Correct.</p> <p>11 Q. And are junior bankers supposed to</p> <p>12 be leading or originating business, was there</p> <p>13 an expectation that they --</p> <p>14 MR. BATTAGLIA: Objection.</p> <p>15 Q. -- would be leading or originating</p> <p>16 business?</p> <p>17 A. I don't know what you mean by</p> <p>18 junior banker.</p> <p>19 Q. I believe you testified earlier</p> <p>20 about the difference in roles between a junior</p> <p>21 banker and senior banker and that senior</p> <p>22 bankers were revenue generators, I believe was</p> <p>23 the term you used, and junior bankers were</p> <p>24 not. So does leading or originating business</p> <p>25 constitute revenue generation?</p>

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1 F. A. HESSLER
2 A. Junior bankers are associates,
3 analysts and vice presidents.
4 Q. I'm sorry, junior directors, and
5 senior directors, and you said that senior
6 directors were revenue generators but junior
7 directors were not.
8 MR. BATTAGLIA: Objection.
9 Q. Is leading or originating
10 business, is that revenue generation?
11 MR. BATTAGLIA: Objection. You
12 can answer to the extent you can, but I
13 think we already demonstrated that this
14 was prepared by someone else and you are
15 asking him whether or not.
16 Q. I'm just asking about the words.
17 I'm not asking what the author meant when he
18 wrote this.
19 MR. BATTAGLIA: Well, you can ask
20 him to the extent he can understand, is
21 that how he interprets that.
22 MR. GROSS: That's fine.
23 Q. I'm asking whether to you, the
24 terms did not lead or originate business, is
25 that, is there an expectation of a junior

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1 F. A. HESSLER
2 director to lead or originate business?
3 A. Implicit in my response on all the
4 other questions that you had relative to the
5 risk of flight on losing clients, inherent in
6 that is an issue about whether or not that
7 person will take revenue with them. And so
8 can you -- I don't know whose words these are,
9 but my criteria is all about the risk of
10 revenue walking out the door. If you want to
11 call that these words here, fine. But, so,
12 again, I had nothing to do with this, so I
13 can't tell you what these words that were
14 chosen really mean.
15 Q. Do you have any specific examples
16 of Lisa not leading or originating business?
17 MR. BATTAGLIA: Objection.
18 A. There were multiple discussions.
19 We went through her list several hours ago.
20 Q. Do you ever remember addressing
21 these concerns with Lisa?
22 A. It's not a concern if you are not
23 leading.
24 Q. Was it a concern that she was not
25 leading business, though, at the time of her

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2 termination?
3 MR. BATTAGLIA: Objection.
4 A. That wasn't -- the discussion
5 earlier was what was her, what was her
6 responsibilities on all of these accounts, and
7 we went through all of her lists and there
8 weren't any, save for perhaps for Nebraska
9 Methodist, where she was the lead person in
10 terms of the client relationship lead as we've
11 defined it.
12 Q. And what I'm asking you now is, at
13 the time of her termination was there an
14 expectation that she should have been the lead
15 on more than that one account?
16 A. At that point in time, no.
17 Q. Did you ever discuss Lisa's
18 promotional track with her?
19 A. We would have discussed it as she
20 was promoted from AVP to VP to director.
21 Q. Let's turn to page 2 of this
22 document and I'm looking at the subheading B.
23 A. Okay.
24 Q. And I'm looking four lines from
25 the bottom, the sentence that begins "in

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1 F. A. HESSLER
2 particular."
3 A. Yes.
4 Q. It says: "In particular when a
5 client's main point of contact for the account
6 was not available, Conley was not helpful in
7 stepping in and trying to deal with the
8 client's issue."
9 Do you agree with that?
10 A. I wouldn't say that that was an
11 issue. At the time we were making the
12 decision to terminate her. Having said that,
13 after the termination when we reached out to
14 her clients, both Rush, Sisters of St. Francis
15 in particular, both had complaints about
16 Lisa's lack of responsiveness and service.
17 Q. And that was --
18 A. But we were unaware of that at the
19 time of the termination.
20 Q. So that they were never concerns
21 that you discussed with Lisa?
22 A. I didn't --
23 MR. BATTAGLIA: Objection.
24 A. I didn't become aware of that
25 until after the termination when we were

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<p style="text-align: right;">Page 341</p> <p>1 F. A. HESSLER</p> <p>2 talking to her clients.</p> <p>3 Q. When you say we, is that you and</p> <p>4 David Cyganowski?</p> <p>5 MR. BATTAGLIA: Objection.</p> <p>6 A. Yes.</p> <p>7 Q. And also on page 2, the last two</p> <p>8 lines:</p> <p>9 "Moreover, when provided with</p> <p>10 opportunities to spearhead professional</p> <p>11 development issues focused on networking</p> <p>12 efforts, Conley did not follow through."</p> <p>13 Do you agree with that?</p> <p>14 A. Yes.</p> <p>15 Q. And do you have specific examples</p> <p>16 of that?</p> <p>17 A. Yes, you know, every director, we</p> <p>18 try to find an opportunity to demonstrate</p> <p>19 leadership and do an initiative. We talked</p> <p>20 earlier about her work for the CDO, rural</p> <p>21 health CDO program.</p> <p>22 We had also asked her to, in</p> <p>23 conjunction with our annual investor</p> <p>24 conference, to lead a women's initiative that</p> <p>25 would attract all of the senior finance</p>	<p style="text-align: right;">Page 343</p> <p>1 F. A. HESSLER</p> <p>2 Q. Would you have expected that</p> <p>3 criticism to appear in her performance review?</p> <p>4 A. It could have been in the 2007.</p> <p>5 Q. Do you remember if it was in the</p> <p>6 2007?</p> <p>7 A. I know we talked to her about</p> <p>8 this.</p> <p>9 Q. Do you remember when you talked to</p> <p>10 her about it?</p> <p>11 A. I don't remember exactly when we</p> <p>12 talked to her about it.</p> <p>13 Q. And when you say we again, you are</p> <p>14 talking about --</p> <p>15 A. David and me.</p> <p>16 Q. And has that women's focus group,</p> <p>17 has that taken place ever in subsequent years</p> <p>18 to that?</p> <p>19 A. Not yet, no.</p> <p>20 Q. Have you ever asked anyone else to</p> <p>21 spearhead this?</p> <p>22 A. No.</p> <p>23 Q. And what's the purpose of --</p> <p>24 A. Oh, I'm sorry, up until this year</p> <p>25 when we are doing it.</p>
<p style="text-align: right;">Page 342</p> <p>1 F. A. HESSLER</p> <p>2 professionals in healthcare organizations and</p> <p>3 in a collaborative fashion, in and around our</p> <p>4 healthcare conference which is held every May,</p> <p>5 and we had asked Lisa to do that somewhat in</p> <p>6 connection with the fact that the role of</p> <p>7 women in healthcare organizations continues to</p> <p>8 be important and is growing in importance, and</p> <p>9 we thought it would be a wonderful opportunity</p> <p>10 for Lisa to lead such an initiative. And sad</p> <p>11 to say, nothing ever happened on that.</p> <p>12 Q. And do you remember when you asked</p> <p>13 Lisa to do this?</p> <p>14 A. I can't tell you exactly. I would</p> <p>15 just have to guess. Probably within the first</p> <p>16 12, 18 months of getting promoted to director.</p> <p>17 But, again, I can't be certain about that.</p> <p>18 Q. Do you in the performance reviews</p> <p>19 that we reviewed today, do you remember seeing</p> <p>20 any comments that reflected Lisa's failure to</p> <p>21 put together this conference?</p> <p>22 MR. BATTAGLIA: Objection.</p> <p>23 A. Off the top of my head, I don't</p> <p>24 recall seeing that. It could be there, but I</p> <p>25 don't recall.</p>	<p style="text-align: right;">Page 344</p> <p>1 F. A. HESSLER</p> <p>2 Q. And who is putting it</p> <p>3 together this year?</p> <p>4 A. Amy Yang.</p> <p>5 Q. And what's the purpose of, why is</p> <p>6 this -- is it to obtain, hopefully, new</p> <p>7 business?</p> <p>8 A. No, again, I think as I</p> <p>9 articulated already, that the number of women</p> <p>10 in senior leadership positions in healthcare</p> <p>11 organizations is growing, and as a leading</p> <p>12 banking firm within the industry, it's</p> <p>13 important that people recognize our efforts,</p> <p>14 what we do in the industry, as well as the</p> <p>15 importance, important role that women play in</p> <p>16 our industry, in the healthcare industry, and</p> <p>17 our commitment to that in our industry.</p> <p>18 MR. BATTAGLIA: Can we take a</p> <p>19 break?</p> <p>20 MR. GROSS: Yes.</p> <p>21 THE VIDEOGRAPHER: Now going off</p> <p>22 the record approximately 4:38 p.m.</p> <p>23 (Recess taken.)</p> <p>24 THE VIDEOGRAPHER: Now going back</p> <p>25 on the record approximately 4:44 p.m.</p>

FRED A. HESSLER
AMY BARTOLETTI vs CITIGROUP INC.

August 10, 2012
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<p style="text-align: right;">Page 345</p> <p>1 F. A. HESSLER</p> <p>2 BY MR. GROSS:</p> <p>3 Q. Before we took the break we were</p> <p>4 talking about a women's focus group, so to</p> <p>5 speak, that you had asked, you and David had</p> <p>6 asked Lisa to spearhead. That was, you don't</p> <p>7 remember the exact time but it was obviously</p> <p>8 before Lisa was terminated in 2008, right?</p> <p>9 A. Yes.</p> <p>10 Q. And it hasn't been done in any of</p> <p>11 the years in between then and now, right?</p> <p>12 A. Correct.</p> <p>13 Q. So how important really was this</p> <p>14 initiative?</p> <p>15 A. Well, you asked me what that last</p> <p>16 sentence means on the bottom of page 2, and</p> <p>17 I'm telling you what it means.</p> <p>18 In the grand scheme of things, it</p> <p>19 is important to demonstrate leadership. Is it</p> <p>20 the reason why, the sole reason why she was</p> <p>21 terminated in the RIF? No.</p> <p>22 Q. Was it at all part of the reason</p> <p>23 why she was terminated in the RIF?</p> <p>24 A. It's like everything. I mean,</p> <p>25 there's nothing that is necessarily black and</p>	<p style="text-align: right;">Page 347</p> <p>1 F. A. HESSLER</p> <p>2 A. Well, when you think about our</p> <p>3 firm and what's happened to it since 2008 with</p> <p>4 federal subsidies and all the other things</p> <p>5 that we all read about, a decision was made</p> <p>6 post-2008 to low profile those kinds of</p> <p>7 things. So we consciously decided not to do</p> <p>8 that for those kinds of reasons.</p> <p>9 Q. And did it need to be a woman who</p> <p>10 put this thing, who put this initiative</p> <p>11 together?</p> <p>12 A. Did it need to be a woman? It</p> <p>13 didn't need to be a woman but our assessment</p> <p>14 was after talking to Lorrie Warner, Teri</p> <p>15 Hartman and Jeannette Price they thought it</p> <p>16 should be a woman leading that. If we are</p> <p>17 going to be asking women to attend a women's</p> <p>18 forum, it would be important to have a woman</p> <p>19 lead the forum.</p> <p>20 Q. And is the ultimate goal of the</p> <p>21 forum to, that it might eventually lead to new</p> <p>22 business and new contacts?</p> <p>23 MR. BATTAGLIA: Objection. I</p> <p>24 believe he answered this.</p> <p>25 A. It clearly is networking</p>
<p style="text-align: right;">Page 346</p> <p>1 F. A. HESSLER</p> <p>2 white, cut and dry. Is it in there somewhere?</p> <p>3 It's in there somewhere, but not the principal</p> <p>4 reasons for the termination.</p> <p>5 Q. Did you talk about that reason in</p> <p>6 the meetings with Frank Chin, David</p> <p>7 Brownstein, Bart Livolsi?</p> <p>8 A. I don't recall having that</p> <p>9 conversation.</p> <p>10 Q. Do you even know whether Frank</p> <p>11 Chin is aware that Lisa didn't follow through</p> <p>12 with this initiative?</p> <p>13 MR. BATTAGLIA: Objection.</p> <p>14 A. I don't know.</p> <p>15 Q. Did you ever tell Frank Chin?</p> <p>16 A. I don't recall telling him that.</p> <p>17 Q. Did you ever tell David</p> <p>18 Brownstein?</p> <p>19 A. I don't recall telling him that</p> <p>20 either.</p> <p>21 Q. And is the reason that this</p> <p>22 hasn't, this -- why has it taken at least four</p> <p>23 years to put this initiative together again?</p> <p>24 MR. BATTAGLIA: Objection. You</p> <p>25 may answer.</p>	<p style="text-align: right;">Page 348</p> <p>1 F. A. HESSLER</p> <p>2 opportunity. And any time you have networking</p> <p>3 opportunities, you have the opportunity to</p> <p>4 establish relationships. And if you establish</p> <p>5 relationships with senior people from</p> <p>6 healthcare organizations, there might be an</p> <p>7 expectation that you can generate business</p> <p>8 from that at some point in time. And if you</p> <p>9 can generate business, you have some</p> <p>10 opportunity to generate revenue. But there is</p> <p>11 no quid pro quo on it.</p> <p>12 Q. Turn now to page 3 of this</p> <p>13 document. And if you look in the second</p> <p>14 paragraph of subheading C.</p> <p>15 A. Okay.</p> <p>16 Q. In the middle of that paragraph it</p> <p>17 says: "In making this determination they</p> <p>18 readily" --</p> <p>19 A. Hang on. Okay.</p> <p>20 Q. Are you with me?</p> <p>21 A. Yup.</p> <p>22 Q. "In making this determination</p> <p>23 they," which if you look up a little bit</p> <p>24 refers to Cyganowski and Hessler, "in making</p> <p>25 this determination they readily concluded that</p>